

Company number: 4525949

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THE COMPANIES ACTS 1985 AND 1989

RESOLUTION

OF

LONDON & REGIONAL GROUP HOLDINGS LIMITED

PRIVATE COMPANY LIMITED BY SHARES

On the 18<sup>th</sup> day of August 2004, the following WRITTEN RESOLUTION (such resolution to have effect as a Special Resolution) was duly passed by the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to Regulation 53 of Table A of the Companies Act 1985 that applies to the Articles of Association of the Company.

IT WAS RESOLVED THAT the Articles of Association be amended by inserting a new article 14 as follows and renumbering the existing articles 14 and 15 as articles 15 and 16 respectively:

**14 MEETINGS**

14.1 In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

14.2 A person in electronic communication with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

14.3 A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.

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Director / Secretary

